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*Clearway Energy, Inc., Clearway Energy Group LLC,*  
10 *MC Shiloh IV Holdings LLC, NRG Energy, Inc.,*  
*Solar Partners II LLC, Solar Partners VIII LLC, and*  
11 *TerraForm Power, Inc.*

12 **UNITED STATES BANKRUPTCY COURT**  
13 **NORTHERN DISTRICT OF CALIFORNIA**  
14 **SAN FRANCISCO DIVISION**

14 In re:  
15 PG&E Corporation, Pacific Gas & Electric  
16 Company,  
17 Debtors.

Bankruptcy Case  
No. 19-30088 (DM)  
  
Chapter 11  
  
(Lead Case)  
  
(Jointly Administered)

19 ☐ Affects PG&E Corporation  
20 ☒ Affects Pacific Gas and Electric Company  
21 ☐ Affects both Debtors  
22 \* All papers shall be filed in the Lead Case No.  
23 19-30088 DM.

**JOINDER BY CERTAIN PPA PARTIES  
TO NEXTERA ENERGY, INC.'S,  
MOTION FOR LIMITED RELIEF FROM  
STAY TO PARTICIPATE IN  
APPELLATE PROCEEDINGS WITH  
RESPECT TO FERC ORDERS**

24 Date: 6/26/2019  
25 Time: 9:30 a.m. PST  
26 Place: United States Bankruptcy Court  
Courtroom 17, 16th Floor  
San Francisco, CA 94102

1 Agua Caliente Solar, LLC, Clearway Energy, Inc., Clearway Energy Group LLC,  
2 MC Shiloh IV Holdings LLC, NRG Energy, Inc., Solar Partners II LLC, Solar Partners VIII LLC,  
3 and TerraForm Power, Inc. (collectively, the “PPA Parties”) hereby join NextEra Energy, Inc.,  
4 and NextEra Energy Partners, L.P. (collectively, “NextEra”) with respect to its *Motion for*  
5 *Limited Relief from Stay to Participate in Appellate Proceedings with Respect to FERC Orders*  
6 [Docket No. 2400] (the “Motion”). In support hereof (the “Joinder”), the PPA Parties  
7 respectfully represent as follows:  
8

9 **JOINDER**

10 By its Motion, NextEra seeks narrowly tailored relief to permit it to participate in the  
11 Debtors’ anticipated appeal of the prepetition orders entered by FERC. For the same reasons  
12 raised in the Motion, each of the PPA Parties merits the same relief.  
13

14 The PPA Parties agree with NextEra, the Debtors, and other joining parties that the factors  
15 presented in this case support modification of the stay, to the extent it applies, to allow parties to  
16 pursue the appeal. *See In re Curtis*, 40 B.R. 795, 799-800 (Bankr. D. Utah 1984). However, any  
17 order modifying the stay should not favor one party over another and instead should modify the  
18 stay for all interested parties to pursue their appellate rights without worry about stay violations.  
19

20 Allowing only certain parties to appeal, while enjoining others, would be a miscarriage of  
21 justice. This Court previously granted various power purchase agreement counterparties,  
22 including many of the PPA Parties, standing to intervene and participate in the related FERC  
23 adversary proceeding before this Court, *see Order Granting Movants’ Motion to Intervene in*  
24 *Adversary Proceeding* [Adv. Proc. Docket No. 85], and that same rationale should allow interested  
25 parties to pursue their respective appellate rights here.  
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1 The PPA Parties have coordinated with other counterparties in both the FERC proceeding  
2 and the related FERC adversary proceeding, and allowing the PPA Parties to continue their  
3 participation will not result in any delay or other burden to the appellate process.

#### 4 **CONCLUSION**

5 For the reasons set forth herein and more fully in the Motion, the PPA Parties respectfully  
6 request that the Court enter an order, substantially in the form of the Exhibit A, (i) lifting the  
7 automatic stay to the extent necessary to permit the PPA Parties to: (a) seek leave from the  
8 applicable Circuit Court of appeals to intervene in any appeal of the FERC Orders (as defined  
9 below); (b) to the extent permitted by the applicable circuit court of appeals, participate in and  
10 prosecute to conclusion any appeal of the FERC Orders; (c) seek or oppose any request for  
11 rehearing, rehearing en banc, petition for writ of certiorari; (d) participate in the briefing and  
12 argument relating to any and all the foregoing; and (e) participate in any proceedings on remand of  
13 the FERC Orders; (ii) lifting the automatic stay to the extent necessary to generally allow all  
14 courts and administrative agencies with jurisdiction over the appeal or remand to enter final orders  
15 relating thereto; and (iii) granting such other and further relief as is just and proper.

#### 16 **NOTICE**

17 Notice of this Joinder will be provided to (i) the Office of the U.S. Trustee for Region 17  
18 (Attn: Anthony R. Vara, Esq. and Timothy Laffredi, Esq.); (ii) counsel to the Debtors; (iii) counsel  
19 to the Creditors Committee; (iv) counsel to the Tort Claimants Committee; (v) the Securities and  
20 Exchange Commission; (vi) the Internal Revenue Service; (vii) the Office of the California  
21 Attorney General; (viii) the California Public Utilities Commission; (ix) the Nuclear Regulatory  
22 Commission; (x) the Federal Energy Regulatory Commission; (xi) the Office of the United States  
23 Attorney for the Northern District of California; (xii) counsel for the agent under the Debtors'  
24 debtor-in-possession financing facility; (xiii) counsel to the various PPA counterparties; and  
25  
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1 (xiv) those persons who have formally appeared in these chapter 11 cases and requested service  
2 pursuant to Bankruptcy Rule 2002. The PPA Parties respectfully submit that no further notice is  
3 required.  
4

5 Dated: June 19, 2019

Respectfully submitted,

6 /s/ C. Luckey McDowell

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14  
15 *Counsel for Agua Caliente Solar, LLC, Clearway*  
16 *Energy, Inc., Clearway Energy Group LLC, MC*  
17 *Shiloh IV Holdings LLC, NRG Energy, Inc., Solar*  
18 *Partners II LLC, Solar Partners VIII LLC, and*  
19 *TerraForm Power, Inc.*  
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**EXHIBIT A**

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**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

In re:

PG&E Corporation, Pacific Gas & Electric  
Company,

Debtors.

Bankruptcy Case  
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

- ☐ Affects PG&E Corporation  
☒ Affects Pacific Gas and Electric Company  
☐ Affects both Debtors

\* All papers shall be filed in the Lead Case No.  
19-30088 DM.

**ORDER GRANTING JOINDER BY  
CERTAIN PPA PARTIES TO NEXTERA  
ENERGY, INC.'S, MOTION FOR  
LIMITED RELIEF FROM STAY TO  
PARTICIPATE IN APPELLATE  
PROCEEDINGS WITH RESPECT TO  
FERC ORDERS**

22           The Court having considered the *Joinder by Certain PPA Parties to Nextera Energy, Inc.*  
23           *and NextEra Energy Partner, L.P.'s, Motion For Limited Relief From Stay To Participate In*  
24           *Appellate Proceedings With Respect To FERC Orders* [Dkt. No. 2400], dated June 19, 2019, filed  
25           by Agua Caliente Solar, LLC, Clearway Energy, Inc., Clearway Energy Group LLC, MC Shiloh  
26           IV Holdings LLC, NRG Energy, Inc., Solar Partners II LLC, Solar Partners VIII LLC, and  
27           TerraForm Power, Inc (together, “**PPA Parties**”), and this Court having held a hearing on the  
28           Motion, and good cause appearing therefor pursuant to Bankruptcy Code section 362(d)(1).

1  
2 **IT IS HEREBY ORDERED THAT:**

- 3
- 4 1. The Motion is granted.
- 5 2. The automatic stay is lifted to the extent necessary to permit the PPA Parties to:
- 6 (a) seek leave from the applicable Circuit Court to intervene in any appeal of the
- 7 FERC Orders; (b) to the extent permitted by the applicable Circuit Court, participate
- 8 in and prosecute to conclusion any appeal of the FERC Orders; (c) seek or oppose
- 9 any request for rehearing, rehearing en banc, petition for writ of certiorari in
- 10 connection with any appeal of the FERC Orders; (d) participate in the briefing and
- 11 argument relating to any and all the foregoing; and (e) participate in any proceedings
- 12 on remand of the FERC Orders.
- 13 3. The automatic stay is lifted to the extent necessary to permit all courts and
- 14 administrative agencies with jurisdiction over any appeal or remand of the FERC
- 15 Orders to enter final orders relating thereto.
- 16 4. The 14-day stay under Bankruptcy Rule 4001(a)(3) is hereby waived and this Order
- 17 shall take effect immediately upon entry.
- 18 5. This Court shall retain exclusive jurisdiction with respect to all matters arising from
- 19 or related to the implementation, interpretation, and enforcement of this Order.
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**\*\* END OF ORDER \*\***